

Trademark

REG. NO.: 2572410
REG. DT.: 05/21/2002
S/N: 78/039333

78-039333



TYPED DRAWING

FILING DATE
December 14, 2000

ORIGINAL APPLICANT
Nabisco Brands Company

GOODS/SERVICES (CLASS 030)
cookies

FILING BASIS
First Use

ORIGINAL CORRESPONDENT
Kathleen J. Gallagher, Esq.

ATTORNEY ADVISOR:
Kara Perkins

LAW OFFICE 102
AMERICA'S FAVORITE COOKIE
PRINTERS
SoP/P

Approved for Publication (Principal Register) (Signature/Date)	Approved for Registration (Section 1 (c)) (Signature/Date)	Approved for Registration (Supplemental Register) (Signature/Date)
NOA	NOA	Abandoned
1/23/02	1/23/02	

Trademark

78039333



MAY 7 8 2001
LAW OFFICE 102

PROSECUTION HISTORY

Entry

Date

Initials

1.	<i>Mark A. Enright, AIA</i>	MAY 21 2001	<i>11-9-01</i>	JAN 22 2002	<i>Mark</i>
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see inside of file for additional entries.

*** User: kperkins ***

#	Total Marks	Dead Marks	Live Viewed Docs	Live Viewed Images	Status' Search Duration
01	31231	N/A	0	0	0:0: *merit["ck"]* [bi,ti]
02	1147	N/A	0	0	0:0: *fav* [bi,ti]
03	379	N/A	0	0	0:0: *cook* [bi,ti]
04	146453	N/A	0	0	0:04 dead[ld]
05	158	0	158	158	0:01 1 and (2 or 3) not 4
06	6	0	6	6	0:02 2 and 3 not 4

Session started 5/8/01 5:52:22 PM
Session finished 5/8/01 5:57:01 PM

Total search duration 0:10 minutes
Session Duration 4:39 minutes

Default NEAR limit= 1 ADJ limit= 1

Int. Cl.: 30

Prior U.S. Cl.: 46

Reg. No. 2,572,410
United States Patent and Trademark Office Registered May 21, 2002

TRADEMARK
SUPPLEMENTAL REGISTER

AMERICA'S FAVORITE COOKIE

NABISCO BRANDS COMPANY (DELAWARE
CORPORATION
1105 NORTH MARKET STREET, SUITE 803
WILMINGTON, DE 19801
FOR: COOKIES, IN CLASS 30 (U.S. CL. 46).
FIRST USE 2-1-1998, IN COMMERCE 2-1-1998.

OWNER OF U.S. REG. NO. 2,149,887.
SER. NO. 78-039,333, FILED P.R. 12-14-2000; AM.
S.R. 11-9-2001.

KARLA PERKINS, EXAMINING ATTORNEY

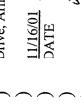
Serial/Registration Number:	78/639 373	Date:	1-27-02
Requested by:	Employee No.: Office: 112 Signature: <i>David A. Ohlendorf</i>		
Phone:			
CODE	REQUEST AMOUNT or Quantity	CLASS	DESCRIPTION OF TRADEMARK PROCESSING FEES
361	\$		FEE REQUEST AS OF 1/10/2000
362	1 NO	1	Application for Registration, per class \$245
363			Amendment or Alleg. Use Under § 1(c), per class \$25*
364			Statement of Use under § 1(d)(1), per class \$100
365			Extension of Time to file a Statement of Use under § 1(d)(1), per class \$100
366			Application for Renewal under § 9, per class \$150*
367			Additional Fee for late Renewal under § 9, per class \$100*
368			Publication of mark under § 12c, per class \$100
369			Issuing a New Certificate of Registration, per class \$100
370			Certificate of Correction, per registration \$100
371			Disclaimers to Registration, per registration \$100
372			Amendment to Registration, per registration \$100
373			Section 8 Affidavit, per class \$100
374			Section 15 Affidavit, per class \$100
375			Section 8 & 15 Affidavit combined request, per class \$200*
376			Petition to Commissioner \$100
377			Petition for Cancellation, per class \$100
378			Notice of Opposition, per class \$100*
379			Ex Parte Appeal, per class \$200
380			Request to Divide an Application, per new application file created \$100
381			Correcting a Deficiency in a Retrieval Application \$100
382			Filing a Section 8 during the Grace Period, per class \$100
FEE REQUEST QUANTITY: FASTERER QUALITY ACT			
CODE	AMOUNT	RECORDAL FEES	FEE AMOUNT
650		Application fee or fee for insignia, per request \$100	
651		Renewal of insignia recordal, per request \$20	
652		Surcharge for late renewal of insignia recordal, per request \$20	
653		Processing Returned Checks (service charge, bounced checks) \$50	
\$ Total Amount <input type="checkbox"/> Charge <input type="checkbox"/> Refund <input type="checkbox"/> Correction			
Explanation for Charge/Refund/Correction:			

Incomplete Application/Request Early/Late Filed Request
 Overpayment Add Additional Classes
 Fee is not Required Change Fee Code _____ to Fee Code _____
 Refund to be processed by Treasury Check to: _____
 (Correspondence Address)

Authorized Deposit Account Name: 11-1650 Charge Refund Correction
 RAM Operator
 Date: _____
 Replaces Form PTO-1373 Revised 1/10/2000

TRADEMARK OFFICE 102
Serial Number: 78/039333
Mark: AMERICA'S FAVORITE COOKIE
Please Place on Upper Right Corner
* * of Responses to Office Action ONLY **
7453-72139

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: Kraft Foods Holdings, Inc.) I hereby certify that this paper is being deposited with
S... I am) the United States Postal Service as first class mail in an
Mark: AMERICA'S FAVORITE COOKIE) envelope addressed to:
Assistant Commissioner for Trademarks, 2900 Crystal
Drive, Arlington, VA 22202-3513 on this date.
Appl. No: 78/039333) 11/16/01 
Filed: December 14, 2000) DATE 
Karla Perkins, Trademark Examining) Attn: for Applicant(s)
Attorney, Law Office 102)


11-19-2001
US Patent & Trademark Reg. #70


RESPONSE

This is the response of the Applicant, Kraft Foods Holdings, Inc., to the Office Action dated May 21, 2001. The Applicant is the successor in interest by way of merger. A copy of this merger document is attached as Exhibit A.

AMENDMENTS

The Applicant amends the application to assert ownership in a related registration as follows:

 ✓ The Applicant is the owner of Registration No.: 2149887.

The Applicant further amends the Application so that on Page one please delete "Principal Register" and substitute "Supplemental Register" therefor.

As these amendments substantially conform to the requests of the Examining

Attorney, the Applicant respectfully requests that these amendments be accepted.
01/23/2002 NMH/SOW 00000033 111650 7439333
01-362 100.00 CH

REMARKS

While the applicant disputes the descriptiveness of the mark, it is willing to accept registration on the Supplemental Register. Eligibility to register on the Supplemental Register requires that an Amendment to Allege Use be submitted. Such an Amendment was submitted on November 16, 2001, a copy of which is attached as Exhibit B. It is also noted that under the provisions of TMEP § 1114.05 acceptance of registration on the Supplemental Register by the Applicant is not an admission that the mark does not have acquired distinctiveness.

The Applicant has complied with all of the outstanding requirements of the Examining Attorney, as specified in the Office Action.

NO CONFLICTING MARKS NOTED

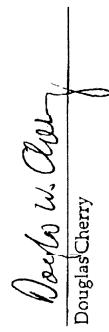
The Applicant acknowledges that the Examining Attorney has searched the Office records and has found no similar registered or pending mark which would bar registration under the Trademark Act Section 2(d).

CONCLUSION

The Applicant respectfully requests that the amendments be accepted and that the application be approved for publication on the Supplemental Register.

November 16, 2001

Respectfully submitted,



Douglas W. Cherry

FITCH, EVEN, TABIN & FLANNERY

MORGAN L. FITCH, JR.
FRANCIS A. EVEN
JOHN P. FLANNERY
ROBERT F. JONES
JAMES J. SCHMIDT
JAMES T. TAKALA
THOMAS T. VANICK
JOSEPH E. SHIPLEY
ROBERT W. FOX
PAUL T. H. SAMPLES
JOSEPH T. NABOR
STEVEN C. SCHROER
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THOMAS F. MALONEY
PERRY J. TOPFMAN
ROBERT A. REICHER
STEPHEN A. COOPER
EDWARD W. GRAY, JR.

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WASHINGTON, D.C. OFFICE
SUITE 4011 - 100 K STREET, NW
WASHINGTON, D.C. 20004-1201
TELEPHONE (202) 464-9700

November 6, 2001

Hon. Commissioner of Patents
and Trademarks
Box Assignments
Washington, D.C. 20231

Re: Recording of Certificate of Merger
Our File Nos.: 7453-72139, 7454-72140, 7455-72145,
72335, 7456-72142, 7457-72143, 7458-72144, 7459-72145

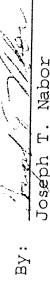
Honorable Sir:

Please record the enclosed Certificate of Merger from
Nabisco Brands Company, a Delaware Corporation, to Kraft Foods
Holdings, Inc., a Delaware Corporation, covering the trademark
applications and registrations on the attached list.

In connection with the above-identified Certificate of
Merger, the Commissioner is hereby authorized to charge the \$4515
fee, and any additional fees, required in this proceeding during
its entire pendency to Deposit Account No. 11-1650.

Please return the Assignment to us as soon as it has been
recorded.

Respectfully Submitted,

By: 
Joseph T. Nabor

JTN gjm
Enclosures

EXHIBIT A

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

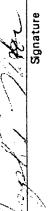
Submission Type	Conveyance Type
<input checked="" type="checkbox"/> New <input type="checkbox"/> Resubmission Document ID # _____ <input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____ <input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<input type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____
<input type="checkbox"/> Mark if additional names of conveying parties attached. Execution Date Month Day Year 07 27 01	
Name <u>Nabisco Brands Company</u> Formerly _____	
<input type="checkbox"/> Individual <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Association <input type="checkbox"/> Other _____	
<input checked="" type="checkbox"/> Citizenship/State of Incorporation/Organization <u>Delaware</u> <input type="checkbox"/> Mark if additional names of receiving parties attached.	
Receiving Party Name <u>Kraft Foods Holdings, Inc.</u> DBA/AKA/T/A _____	
Composed of _____ Address (line 1) <u>Three Lakes Drive</u> Address (line 2) _____ Address (line 3) <u>Northfield</u> City <u>Illinois</u> State <u>60093</u> Zip Code _____	
<input type="checkbox"/> Individual <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Association <input type="checkbox"/> Other _____	
<input checked="" type="checkbox"/> Citizenship/State of Incorporation/Organization <u>Delaware</u> FOR OFFICE USE ONLY	

Public Notice: Pursuant to the Collection of Information Act, Information is Required in Accordance with 30 United States Statute, Notwithstanding Any Other Law, in Gathering the Data needed to complete the Cover Sheet. Send comments regarding this burden statement to the U.S. Patent and Trademark Office, Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project 0551-0227, Washington, D.C. 20550. See OMB Information Collection Budget Package 0551-0227; Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

<p>FORM PTO-161B Excludes OCS-399 OCS-052</p> <p>Domestic Representative Name and Address</p> <p>Name _____ Address (line 1) _____ Address (line 2) _____ Address (line 4) _____</p> <p>Correspondent Name and Address</p> <p>Name _____ Joseph T. Nabor Address (line 1) Fitch, Even, Tabin & Flannery Address (line 2) 120 South LaSalle Street, Suite 1600 Address (line 4) Chicago, Illinois 60603</p> <p>Pages Enter the total number of pages of the attached conveyance document including any attachments. # <u>11</u> _____</p>	<p>Page 2</p> <p>U.S. Department of Commerce Patent and Trademark Office TRADEMARK</p> <p>Enter for the first Receiving Party only.</p>	<p>Trademark Application Number(s) or Registration Number(s) [<input checked="" type="checkbox"/>] Mark if additional numbers attached. <i>Enter either the Trademark Application Number or the Registration Number for each number or the same property.</i></p> <table border="1" style="width: 100%;"> <tr> <td style="width: 50%;">Trademark Application Number(s)</td> <td style="width: 50%;">Registration Number(s)</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> </table> <p>Attached List A</p> <table border="1" style="width: 100%;"> <tr> <td style="width: 50%;">Attached List B</td> <td style="width: 50%;">_____</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> </table>	Trademark Application Number(s)	Registration Number(s)	_____	_____	_____	_____	_____	_____	_____	_____	Attached List B	_____	_____	_____	_____	_____	_____	_____	_____	_____	<p>Number of Properties Enter the total number of properties involved. # <u>180</u> _____</p> <p>Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ <u>4515.00</u> _____</p>	<p>Method of Payment: Enclosed [<input type="checkbox"/>] Deposit Account [<input checked="" type="checkbox"/>] (Enter for payment by deposit account or if additional fees can be charged to the account.)</p> <p># <u>11-1650</u> _____</p> <p>Authorization to charge additional fees: Yes [<input checked="" type="checkbox"/>] No [<input type="checkbox"/>]</p>
Trademark Application Number(s)	Registration Number(s)																							
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Attached List B	_____																							
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Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and an attached copy is a true copy of the original document. Changes to deposit account are authorized, as indicated herein.

Joseph T. Nabor 
Name of Person Signing

11/06/01

Signature

Date Signed

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:
"NABISCO BRANDS COMPANY", A DELAWARE CORPORATION,
"NABISCO MUSIC PUBLISHERS, INC.", A DELAWARE CORPORATION,
"NABISCO MUSIC VENTURES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "KRAFT FOODS HOLDINGS, INC." UNDER THE NAME OF
"KRAFT FOODS HOLDINGS, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JULY, A.D.
2001, AT 4:30 O'CLOCK P.M.
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTE DAY OF
JULY, A.D. 2001, AT 11:59 O'CLOCK P.M.



Harrriet Smith Windsor
Harrriet Smith Windsor, Secretary of State

AUTHENTICATION: 1275385
DATE: 08-02-01
010375837
3123106 8100M

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01/23/03 3:30 PM 01/23/03
012367839 - 3723105

CERTIFICATE OF MERGER

OF

NABISCO BRANDS COMPANY,
NABISCO MUSIC VENTURES, INC. AND
NABISCO MUSIC PUBLISHERS, INC.
INTO
KRAFT FOODS HOLDINGS, INC.

Pursuant to Section 251 of the

General Corporation Law of the State of Delaware

KRAFT FOODS HOLDINGS, INC., a corporation organized and existing under the law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: The constituent business corporations participating in the merger herein certified are:

- (a) Nabisco Brands Company, which is incorporated under the laws of the State of Delaware;
- (b) Nabisco Music Ventures, Inc., which is incorporated under the laws of the State of Delaware;
- (c) Nabisco Music Publishers, Inc., which is incorporated under the laws of the State of Delaware; and

(d) Kraft Foods Holdings, Inc., which is incorporated under the laws of the State of Delaware.

SECOND: The Agreement of Merger of Nabisco Brands Company, Nabisco Music Ventures, Inc., and Nabisco Music Publishers, Inc. with and into Kraft Foods Holdings, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is Kraft Foods Holdings, Inc.

CHI0005330622114-1

FOURTH: The Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The merger is to become effective at 11:59 p.m. (Eastern Daylight Time) on July 29, 2001.

SIXTH: The executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is Three Lakes Drive, Northfield, Illinois 60093.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

Dated: July 27, 2001

KRAFT FOODS HOLDINGS, INC.

By: I/s/ Robert L. Herst
Name: Robert L. Herst
Title: Vice President

CHI0005200214.v1

2

PENDING APPLICATIONS

SCHEDULE A			
App No	Reg No	Filed	Trademark
741564574		23-Aug-94 TANGY FRUITS	
75333931		19-May-97 REAX GONUTS	
75339888		17-Jul-97 GO NUTS	
75445177		29-Jan-98 JUICERS	
75445105		29-Jan-98 BREATH-SAVERS INTENSE MINI-MINTS	
75445537		17-Feb-98 SIDEWENDERS	
75447761		30-Apr-98 BREATH-SAVERS LONGEST KISS CHALLENGE	
75447762		30-Apr-98 BREATH-SAVERS THE WORLD'S LONGEST KISS CHALLENGE	
75448169		6-May-98 SMART	
75503396		16-Jun-98 ROCK & SKATE	
75510470		26-Jun-98 SIDEWENDERS SIDE-EY SIDE	
75518009		9-Jul-98 GUMMUDIO HEARTS	
75524987		20-Jul-98 MISTER SALTY Character Device	
7556621		2-Nov-98 COOKIE MALLOWS	
75597219		30-Nov-98 PACKS2 GO!	
75613140		30-Dec-98 SUPER FUDGE BLAST	
75616022		5-Jan-99 COOKIE TV	
75639411		12-Feb-99 SOUCIE, YOU COULD EAT 'EM UP	
75642060		17-Feb-99 STRIPED SHORTBREAD	
75644382		18-Feb-99 100% REAL CHEESE TASTE EXPLOSION	
75665559		8-Mar-99 SNACKIN' MALLOWS	
75695588		9-May-99 SNACKIN' MALLOWS	
75697072		9-Apr-99 MOMERABLE MOMENTS	
75702109		11-May-99 TO YOUR HEALTH!	
75707659		17-May-99 HOT DCGZ	
75708157		11-May-99 LIFE SAVER	
75733635		22-Jun-99 SEASONUTS	
75751668		15-Jul-99 KIDS SPOT	
7575798		15-Jul-00 KIDS SPOT	
75754513		16-Jul-99 KIDS PLACE	
75754514		16-Jul-99 KIDS PLACE	
75755618		21-Jul-99 CAFE CREAMES	
75755705		22-Jul-99 NABISCO KIDS WORLD	
7575758		22-Jul-99 KIDS WORLD	
75767890		22-Jul-99 NABISCO KIDS WORLD	
75770220		5-Aug-99 NABISCO WORLD	
75782022		23-Aug-99 PREMIUM PARTNERS and Design	
75805742		22-Sep-99 CHOOSE YOUR TRAIN	
75807077		23-Sep-99 PLANTERS CASHEWS CRUNCH	
75814533		4-Oct-99 TILL TAKE YOU TO THE GAME	
75814541		4-Oct-99 OREOS	
75840653		3-Nov-99 Misce Design Bear Design with One Arm Raised)	
75852284		17-Nov-99 SWEET TOASTS	
75895210		12-Jan-00 POP N SNACK	
75910170		26-Jan-00 A.1. ROLLING STEAKHOUSE	
75910172		26-Jan-00 A.1. ROLLING STEAKHOUSE	
75910173		26-Jan-00 A.1. ROLLING STEAKHOUSE	
75910253		27-Jan-00 KICKERZ	
75910254		27-Jan-00 NUTTY DOUBLES	
75915499		2-Feb-00 Skate Design	
75915500		2-Feb-00 Racket Design	
75920519		7-Feb-00 CANDYSTAND	
75920554		7-Feb-00 PLANTERS PEANUT BAR BITES	
75922395		9-Feb-00 Basketball Design	
75925398		9-Feb-00 Baseball Mitt Design	
75925399		9-Feb-00 Soccer Ball Design	
75930152		11-Feb-00 NUTRADJINT PLUS	

App No.	Reg. No.	Filed	Trademark
75/53/03/397		14-Feb-00	KID CITY
75/53/03/398		14-Feb-00	KID CITY
75/53/03/402		14-Feb-00	KID LAND
75/53/03/403		14-Feb-00	KID LAND
75/53/03/406		15-Feb-00	SIDELINE
75/53/03/505		26-Feb-00	SNACK SACKS
75/53/03/519		26-Feb-00	HONEY MAID GRAHAMS SMORES
75/53/03/561		1-Mar-00	LIVE WELL SNACK WELL
75/53/05/567		10-Mar-00	NABISCO DELIVERS
75/53/05/834		10-Mar-00	NABISCO DELIVERS
75/53/05/835		10-Mar-00	NABISCO DELIVERS
75/53/05/836		10-Mar-00	SHOPPER DNA
75/53/05/837		10-Mar-00	SHOPPER DNA
75/53/05/839		10-Mar-00	SYNERGY
75/53/05/891		10-Mar-00	SYNERGY
75/53/05/998		10-Mar-00	RETAIL EDGE
75/53/05/999		10-Mar-00	RETAIL EDGE
75/53/05/999		10-Mar-00	Circular Design
76/1/44/379		10-Oct-00	LIFE SAVERS Circular Design
76/1/45/222		16-Oct-00	SW Design II (3-D Cone)
76/1/48/56		16-Oct-00	SW Design (SW Stylized)
76/1/48/881		16-Oct-00	Wedge Character
76/2/33/94		30-Mar-01	WEDGE YOU TO THE SAME
76/26/83/38		6-Jun-01	Corn Character
76/26/83/39		28-Apr-02	BROUGHT IT TO YOU BY THE OUT THERE TASTE AND CRUNCH OF CORNUUT
78/0/06/010		5-May-00	GET THE NUTS TOGETHER FOR THE HOLIDAYS
78/0/07/264		5-May-00	GET THE NUTS TOGETHER
78/0/07/243		6-May-00	KOOL TUF HAPPENS
78/0/08/552		18-May-00	FAKED
78/0/09/655		24-May-00	A COZY LITTLE PLACE IN YOUR DAY
78/0/09/656		24-May-00	GET THE NUTS TOGETHER
78/0/09/657		24-May-00	GET THE NUTS TOGETHER
78/0/12/233		13-Jun-00	MISTER SALTY Character Design
78/0/21/219		19-Jun-00	TRADITION YOU CAN TASTE
78/0/31/356		22-Jun-00	MEGA-DUALS
78/0/44/453		22-Jun-00	Chocolate Character with Striped Hat
78/0/44/52		22-Jun-00	Burger Character with Bowtie Hat
78/0/44/54		22-Jun-00	Burger Character with Cotted Hat
78/0/44/55		22-Jun-00	Strawberry in the Splash of Cream Design
78/0/44/56		19-Jun-00	Chocolate in the Splash of Cream Design
78/0/44/57		7-Aug-00	RED BOX
78/0/48/77		7-Aug-00	CORN ONE WRONG
78/0/81/878		25-Jul-00	SEVEN MEAN FLAVORS
78/0/81/861		25-Jul-00	BEENCHUT
78/0/81/782		16-Jul-00	STRAWBERRY
78/0/81/724		18-Jul-00	Orange in the Sprash of Cream Design
78/0/81/725		19-Jul-00	Candy Reign
78/0/75/726		19-Jul-00	BOOMERANG
78/0/75/727		19-Jul-00	CHOCOLATE
78/0/99/993		7-Aug-00	NET MATES
78/0/20/64		8-Aug-00	WHEATHINS CRISPS
78/0/20/65		8-Aug-00	CHEESE NIPS CRISPS
78/0/20/167		14-Aug-00	TROLLIO'S CRISPS
78/0/21/185		29-Aug-00	PEACE-O-S
78/0/23/304		1-Sep-00	NUT CRISPS
78/0/41/72		1-Sep-00	CANDY-BLASTS
78/0/56/47		1-Sep-00	WACKY FACES
80/0/25/33		11-Sep-00	WUMBLE BES

App. No.	Reg. No.	Filed	Trademark
78025337	14-Sep-00 GAMESTERS		
78025338	14-Sep-00 Dog with Fork Design		
78025339	14-Sep-00 Dog with Arms Out Design		
78026607	20-Sep-00 GET THE NUTS TOGETHER FOR THE BIG GAME		
78026908	20-Sep-00 GET THE NUTS TOGETHER FOR THE BIG GAME		
78026909	20-Sep-00 GET THE NUTS TOGETHER FOR A SPRING VACATION		
78026910	20-Sep-00 GET THE NUTS TOGETHER FOR A SPRING VACATION		
78026911	20-Sep-00 GET THE NUTS TOGETHER FOR THE TAILGATE		
78026912	20-Sep-00 GET THE NUTS TOGETHER FOR THE TAILGATE		
78027579	25-Sep-00 WIN THE HOLE THING		
78027580	25-Sep-00 WIN THE HOLE THING		
78027581	25-Sep-00 PLAY BALL		
78027582	25-Sep-00 DIZZY DINOS		
78028361	29-Sep-00 FUNMAKERS		
78028654	2-Oct-00 SNACKALERT		
78033438	2-Nov-00 A.1. STEAKHOUSE		
78033835	3-Nov-00 NABISCO		
78033836	3-Nov-00 NABISCO w/triangle and Colopion		
78033839	3-Nov-00 BLUEBERRY BLAST OFFS		
78033840	13-Nov-00 MELON OS		
78035084	13-Nov-00 LIFE SAVERS GUMMIES		
78035085	13-Nov-00 SURPRISINGLY HARDCORE CORN SNACKS IN SEVEN MEAN FLAVORS		
78035234	24-Nov-00 THEY GOT THE MOVES		
78037018	26-Nov-00 CHIPS AHoy!		
78037497	1-Dec-00 MILK CHANGERS		
78039311	7-Dec-00 STRAWBERRY SEAS		
78039737	11-Dec-00 FUN IN A CAN		
78039739	12-Dec-00 GRAB SOME		
78039333	14-Dec-00 AMERICA'S FAVORITE COOKIE		
78039668	18-Dec-00 MORE MINI...IN THE MIDDLE		
78039669	18-Dec-00 MORE CHEESE TO PLEASE		
78041338	2-Jan-01 BEEF STEAKS		
78041339	2-Jan-01 CHICKEN DRUMSTIX		
7804221	8-Jan-01 VALENTINE PALS		
78042460	10-Jan-01 BAKER'S PRIDE		
78042731	11-Jan-01 BACON WRAPPERS		
78045601	30-Jan-01 CRAZY CARS		
78045602	30-Jan-01 ALIENS & SAUCERS		
78046209	2-Feb-01 GO-PAX		
78046201	2-Feb-01 GO-PAX		
78047305	8-Feb-01 ADVENTURE IN EVERY BITE		
78047986	12-Feb-01 NABISCO KIDS		
78047987	12-Feb-01 NABISCO KIDS		
78048064	13-Feb-01 LIFE SAVERS SALVADIAS		
78048065	13-Feb-01 SALVADIAS		
78049346	13-Feb-01 LOVE EM ALL YOU WANT		
78054217	21-Mar-01 EXTREME WAVE FRUIT ROLLS		
78057984	11-Apr-01 SPOOKY SNACKS		
78064156	17-May-01 JUICERS		
78066654	31-May-01 PREMIUM GOLD		
78067957	7-Jun-01 BEARWICHES		
78069003	13-Jun-01 DENTASHACKS		
78072062	2-Jul-01 GO-PAX		
78072491	5-Jul-01 MILK-BOTTLE (Stylized)		

PENDING APPLICATIONS

SCHEDULE A

App No.	Reg No.	Filed	2d-AUG-94 TANGY FRUITS 19-May-97 RELAX GO NUTS. 17-Jul-97 GO NUTS.	Trademark
7416565-4			11-Aug-97 FAMOUS 29-Jan-98 JUICERS	
75403397			29-Jan-98 BREATH SAVERS INTENSE MINIMINT'S 17-Feb-98 SIDEWINDERS	
75428685			30-Apr-98 BREATH SAVERS LONGEST KISS CHALLENGE	
75447231			30-Apr-98 BREATH SAVERS THE WORLD'S LONGEST KISS CHALLENGE, 8-May-98 SMART ART	
75447232			16-Jun-98 ROCK SKATE 26-Jun-98 SIDEWINDERS SIDE BY SIDE	
75481439			9-Jul-98 GUMMI DUO HEARTS	
75903596			20-Jul-98 MISTER SALTY CHARACTER DEVICE	
75910470			2-Nov-98 COOKIE MALLOW	
75918019			30-Nov-98 PACKS 2 GO! 30-Dec-98 SUPER FUDGE BLAST	
75919219			5-Jan-99 COOKIE TV	
75913710			12-Feb-99 SO CUTE, YOU COULD EAT 'EM UP	
75961607			17-Feb-99 STRIPED SHORTBREAD	
75962060			18-Feb-99 100% REAL CHEESE TASTE EXPLOSION 8-Mar-99 SNACKIN' MALLOWS	
75964432			9-Apr-99 HOMERABLE MOMENTS	
75965119			11-Mar-99 TO YOUR HEALTH!	
75965168			11-May-99 HOT DOZ.	
75967902			17-May-99 LIFE SAVER	
759702719			22-Jun-99 SEASONJETS	
75970769			15-Jul-99 KIDS SPOT	
759708187			15-Jul-99 KIDS SPOT	
75973365			16-Jul-99 KIDS PLACE	
75975166			16-Jul-99 KIDS PLACE	
75975178			21-Jul-99 CAFER CREMES	
75975453			22-Jul-99 NABISCO KIDS WORLD	
75975453			22-Jul-99 NABISCO KIDS WORLD	
75976514			23-Aug-99 NABISCO KIDS WORLD	
75976618			23-Aug-99 PREMIUM PARTNERS and Design	
75976795			22-Sep-99 I'LL TAKE YOU TO THE GAME	
75975797			4-Oct-99 OREOS	
75975850			3-Nov-99 Misc. Design (Bear Design with One Arm Raised)	
75977052			17-Nov-99 SWEET ROASTS	
75978022			12-Jan-00 POP N SNACK	
759805742			26-Jan-00 A.1. ROLLING STEAKHOUSE	
759807067			26-Jan-00 A.1. ROLLING STEAKHOUSE	
759814533			26-Jan-00 A.1. ROLLING STEAKHOUSE	
759814541			27-Jan-00 KICKERZ	
759840653			27-Jan-00 NUTTY DOUBLES	
759852244			2-Feb-00 Skate Design	
75985210			2-Feb-00 Racket Design	
75990110			7-Feb-00 CANDYSTAND	
75991012			7-Feb-00 PLANETERS PEANUT BAR BITES	
75991073			9-Feb-00 Basketball Design	
759910254			9-Feb-00 Baseball Mitt Design	
759925378			9-Feb-00 Soccer Ball Design	
759925379			11-Feb-00 NUTRACINT PLUS	
759930162				

App No	Reg No	Filed	Trademark
75630097		14-Feb-00	KID CITY
75630098		14-Feb-00	KID CITY
75630402		14-Feb-00	KID LAND
75630403		14-Feb-00	KID LAND
75635656		15-Feb-00	SIDELINE
75635657		15-Feb-00	SIDELINE
75650179		28-Feb-00	SNACKSACKS
75650361		1-Mar-00	HONEYMAID GRAHAMS S'MORES
75650587		10-Mar-00	LIVE WELL, SNACK WELL.
75650588		10-Mar-00	NABISCO DELIVERS
75650589		10-Mar-00	NABISCO DELIVERS
75650590		10-Mar-00	SHIPPER DNA
75650591		10-Mar-00	SHIPPER DNA
75650592		10-Mar-00	SYNERGY
75650593		10-Mar-00	TAIL EDGE
75650599		10-Mar-00	RETAIL EDGE
76144379		10-Oct-00	Circular Design
76145722		10-Oct-00	LIFE SAVERS Circular Design
76145582		18-Oct-00	SW Desen II (3D Coole)
76145584		18-Oct-00	SW Desen I (SW Sliced)
76233594		30-Mar-01	Weed'd Cheese Character
76265538		6-Jun-01	TILL TAKE YOU TO THE GAME
76265539		6-Jun-01	Comic Character
78000616		28-Apr-00	BROUGHT TO YOU BY THE OUT THERE TASTE AND CRUNCH OF CORNUT
78000704		5-May-00	GET THE NUTS TOGETHER FOR THE HOLIDAYS
78000723		8-May-00	KOOL STUF HAPPENS
78000872		18-May-00	FUNK AKEIC
78000855		24-May-00	A COZY LITTLE PLACE IN YOUR DAY
78000856		24-May-00	GET THE NUTS TOGETHER
78000867		24-May-00	GET THE NUTS TOGETHER
78012553		13-Jun-00	MISTER SALTY Character Design
78012919		15-Jun-00	TRADE YOU CAN TASTE
78013356		19-Jun-00	MEGA-DUALS
78014033		22-Jun-00	Burger Character with Striped Hat
78014034		22-Jun-00	Burger Character with Bowler Hat
78014055		22-Jun-00	Burger Character with Dotted Hat
78011554		19-Jul-00	Strawberry in the Splash of Cream Design
78011555		19-Jul-00	Orange in the Splash of Cream Design
78011556		19-Jul-00	Candy Design
78011527		19-Jul-00	Chocolate in the Splash of Cream Design
78011527		25-Jul-00	CORN GONE WRONG
78013218		25-Jul-00	IN SEVEN MEAN FLAVORS
78013351		25-Jul-00	BEECH-NUT
78013772		28-Jul-00	BEECH-NUT QUALITY Design
78012773		28-Jul-00	TIDBITS
78011946		2-Aug-00	BOOMERANG
78010933		7-Aug-00	RED BOX
78012034		8-Aug-00	RITZ CRSPS
78020135		8-Aug-00	WHEATHINS CRISPS
78020137		8-Aug-00	CHEESE NIPS CRISPS
78021135		14-Aug-00	TROLLIUS
78023264		29-Aug-00	PEACHE OS
78024112		1-Sep-00	NUT MA ES
78024174		1-Sep-00	NUT CRIPS
78025317		11-Sep-00	CANDY BLASTS
78025935		14-Sep-00	WACKY FACES
78025936		14-Sep-00	JUMBLESS

App No	Reg No	Filed	Trademark
78025537		14-Sep-00	GAMESTERS
78025538		14-Sep-00	Dog with Fork Out Design
78025539		14-Sep-00	GET THE NUTS TOGETHER FOR THE BIG GAME
78025577		20-Sep-00	GET THE NUTS TOGETHER FOR THE BIG GAME
78025598		20-Sep-00	GET THE NUTS TOGETHER FOR A SPRING VACATION
78025599		20-Sep-00	GET THE NUTS TOGETHER FOR A SPRING VACATION
78025610		20-Sep-00	GET THE NUTS TOGETHER FOR THE TAILGATE
78025611		20-Sep-00	GET THE NUTS TOGETHER FOR THE TAILGATE
78025612		20-Sep-00	GET THE NUTS TOGETHER FOR THE TAILGATE
78025759		26-Sep-00	WIN THE HOLE THING
78025750		26-Sep-00	PLAY BALL
78025751		26-Sep-00	DIZZY DINOS
78025752		26-Sep-00	FUNMAKERS
78025753		26-Sep-00	SNACK ALERT
78025754		2-Oct-00	A.1 STEAKHOUSE
78033438		2-Nov-00	NABISCO
78033835		3-Nov-00	NABISCO with Tangle and Codelption
78033836		3-Nov-00	BLUEBERRY BLASTOFFS
78035039		13-Nov-00	MELONIOS
78035010		13-Nov-00	LIFESAVERS GUMMIES
78035024		13-Nov-00	SURPRISINGLY HARDCORE CORN SNACKS IN SEVEN MEAN FLAVORS
78035055		13-Nov-00	CHIPS AHoy!
78035224		21-Nov-00	THE GOT THE MOVIES
78035018		29-Nov-00	MORE MAM...IN THE MIDDLE
78031437		1-Dec-00	MILK CHANGERS
78038311		7-Dec-00	STRAWBERRY SEAS
78038737		11-Dec-00	FUN IN A CAN
78038009		12-Dec-00	GRAB SOME
78038333		14-Dec-00	AMERICAS FAVORITE COOKIE
78038668		18-Dec-00	MORE MAM...IN THE MIDDLE
78038669		18-Dec-00	MORE CHEESE TO PLEASE
78043368		2-Jan-01	BEEF STEAKS
78044339		2-Jan-01	CHICKEN DRUMSTIX
78044211		8-Jan-01	VALENTINE PALS
78044210		10-Jan-01	BAKERS PRIDE
78042731		11-Jan-01	BACON WRAPPERS
78043601		30-Jan-01	CREAZY CARZ
78043601		30-Jan-01	ALIEN & SAUCERS
78044561		2-Feb-01	GO-PAKS
78046219		2-Feb-01	GO-PAKS
78046231		8-Feb-01	ADVENTURE IN EVERY BITE
78047306		8-Feb-01	EXTREME WAVE FRUIT TROLLS
78047305		12-Feb-01	SPooky SNACKS
78047306		12-Feb-01	NABISCO KIDS
78047307		12-Feb-01	LIFE SAVERS SALVADIAS
78048044		13-Feb-01	LIFE SAVERS SALVADIAS
78048005		13-Feb-01	LOVE EM ALL YOU WANT
78048916		23-Feb-01	PREMIUM GOLD
78050522		21-Mar-01	EXTRASNACKS
78051944		11-Apr-01	GO-PAKS
78051944		17-May-01	JUICER
78051944		31-May-01	PREMIUM GOLD
78066694		7-Jun-01	BEARWICHES
78067987		13-Jun-01	DENTASNACKS
78069003		2-Jul-01	GO-PAKS
78072062		5-Jul-01	MILK BONE (Stylized)
78072491			

REGISTRATIONS

SCHEDULE E

<u>Reg No</u>	<u>Date</u>	<u>Trademark</u>
2480067 2461448	21-Aug-01 16-Sep-01	BRIITE OCTOPUS BACON CHEESEERS
248259 2481536	9-Oct-01 28-Aug-01	CHEEZ MANIA Miscellaneous Design (Bear at Side)
2486378 2489310	11-Sep-01 11-Sep-01	NEUTRAZIN THE CREAMIEST, DREAMIEST LIFE SAVERS TM
2489103 2483136	11-Sep-01 18-Sep-01	SWEET NUTTY CRYSTAL CRAZE
2493137	25-Sep-01	THE REFRESHING FLAVORS OF LIFE
		25-Sep-01 LIFE SAVERS. THE REFRESHING FLAVORS OF LIFE.

REGISTRATIONS

SCHEDULE B

Reg No	Date	Trademark
2480067	21-Aug-01	BITE OCTOPUS
2491448	18-Feb-01	BACON & CHEESEFS
2495259	9-Oct-01	CHEEZ MANIA
2481836	28-Aug-01	Miscellaneous Design (Bear with Arms at Side)
2486678	11-Sep-01	NEUTRAZIN
2489310	11-Sep-01	THE CREAMIEST, DREAMIEST LIFE SAVERS YET
2489703	11-Sep-01	SWEET & NUTTY
2491032	18-Sep-01	CRYSTAL CRAZE
2493136	25-Sep-01	THE REFRESHING FLAVORS OF LIFE
2493137	25-Sep-01	LIFE SAVERS. THE REFRESHING FLAVORS OF LIFE

FITCH, EVEN, TABIN & FLANNERY

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November 16, 2001

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-1511
BOX ITU FEE

RE: Statement of Use
Trademark: AMERICA'S FAVORITE COOKIE
Serial No.: 78/039333
Applicant: Kraft Foods Holdings, Inc.
Our File #: 7453-72139

Dear Sir:

We enclose the Statement of Use of Kraft Foods Holdings, Inc. for the service mark AMERICA'S FAVORITE COOKIE along with a copy of the certificate of merger. The certificate of merger is provided merely for convenience as it is being separately submitted for recordation concurrent with this filing.

The Commissioner is hereby authorized to charge any fees which may be required in this proceeding during its entire pendency to Deposit Account No. 11-1650.

Very truly yours,

FITCH, EVEN, TABIN & FLANNERY


Joseph T. Nabor

EXHIBIT B

"TRADEMARK/SERVICE MARK ALLEGATION OF USE (Statement of Use)
Amendment to Allege Use) (15 U.S.C. § 1051 (c) or (d))"

"To the Assistant Commissioner for Trademarks"

"TRADEMARK/SERVICE MARK INFORMATION"

"Mark> AMERICA'S FAVORITE COOKIE
Serial Number> 78/093933

"APPLICANT INFORMATION"

"Name> Kraft Foods Holdings, Inc.
<Street> Three Lakes Drive
<City> Northfield
<State> Illinois
<Country> U.S.A.
<Zip/Postal Code> 60093

"NOTICE OF ALLOWANCE INFORMATION"

"<Notice of Allowance> Enter YES if you are filing the Allegation of Use after a Notice of Allowance has issued. If not, enter NO. - no

"GOODS AND/OR SERVICES INFORMATION"

"<All Goods and/or Services in Application/Notice of Allowance> The owner is using the mark to designate all or a portion of all products and/or services listed in the application or Notice of Allowance. If not, list in the next section the goods and/or services not in use to be deleted.

<Goods and/or Services Not in Use to be Deleted> In the following space, list only those goods and/or services (goods and/or services described appearing in the application or Notice of Allowance for which the owner is not using the mark in commerce. **LIVE THIS SPACE BLANK IF THE OWNER IS USING THE MARK ON OR IN CONNECTION WITH ALL THE GOODS AND/OR SERVICES LISTED IN THE APPLICATION OR NOTICE OF ALLOWANCE.**"

"USE INFORMATION"

"<Date of First Use Anywhere> 02/01/98
<Date of First Use in Commerce> 02/01/98

"OPTIONAL - REQUEST TO DIVIDE INFORMATION"

"<Request to Divide> Enter YES if you are submitting a request to divide with this document. If not, enter NO. ~
U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office
PTO FORM 153 REV. 5/96
GSA Contract No. GS-20F-0009, GSA Schedule No. 5040

"This is an electronic file. Only the file number is submitted." "This is a scanned document. Only the file number is submitted."

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy[ies].

Submission Type	Conveyance Type
<input checked="" type="checkbox"/> New <input type="checkbox"/> Resubmission <input type="checkbox"/> Non-Recordation <input type="checkbox"/> Correction of PTO Error <input type="checkbox"/> Reel # _____ Frame # _____ <input type="checkbox"/> Corrective Document <input type="checkbox"/> Reel # _____ Frame # _____	<input type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input type="checkbox"/> Other
<input type="checkbox"/> Mark if additional names of conveying parties attached. <small>Execution Date Month Day Year 07 27 01</small>	
Conveying Party Name <u>Nabisco Brands Company</u>	
Formerly <input type="checkbox"/> Individual <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Association <input type="checkbox"/> Other _____	
Receiving Party Name <u>Kraft Foods Holdings, Inc.</u> DBA/AKA/TAA _____ Composed of _____ Address (line 1) <u>Three Lakes Drive</u> Address (line 2) _____ Address (line 3) <u>Northfield</u> <input type="checkbox"/> City _____ <input type="checkbox"/> Illinois <input type="checkbox"/> State _____ <input type="checkbox"/> Zip Code _____ <input type="checkbox"/> 60093	
<input type="checkbox"/> Individual <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Association <input type="checkbox"/> Other _____	
<input type="checkbox"/> Citizenship/State of Incorporation/Organization <u>Delaware</u> <input type="checkbox"/> Mark if additional names of receiving parties attached.	
<small>If document to be recorded is an assignment, attach the recording assignment to the application. If the assignment is a basic assignment of a domestic registrable should be attached (designation must be on a separate document from assignment.)</small>	
FOR OFFICE USE ONLY	

Each filer representing the assignee or assignor of a trademark is required to file this form. It is recommended that the filer retain a copy of this form for reference. Copy this form and mail it to the Office of Management and Budget, Patent and Trademark Office, Washington, DC 20530, and to the Office of Information and Regulation Affairs, Office of Management and Budget, Patent and Trademark Office, Washington, DC 20530. See also Information Collection Budget Package DSB-022, Patent and Trademark Assignment Practice. DO NOT SEND REQUISITION TO R2TC ASSESSMENT SECTION. ADDRESS:

FITCH, EVEN, TABIN & FLANNERY

ATTORNEYS AND COUNSELLORS AT LAW

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JAMES J. SCHUMANN

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PERRY J. HOFFMANN

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EDWARD W. GRAY, JR.

EDWARD E. CLAIR

EDWARD E. STETZ, JR.

EDWARD E. STETZ

SANDRA V. SCAVO

RON A. BIRKINGHAM

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EDWARD E. STETZ

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RONALD J. LYNN*

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EDWARD E. STETZ

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RON A. BIRKINGHAM

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RONALD J. LYNN*

SCOTT J. MINGIN*

EDWARD E. CLAIR

EDWARD E. STETZ, JR.

EDWARD E. STETZ

SANDRA V. SCAVO

RON A. BIRKINGHAM

RUDY KATZ

RONALD J. LYNN*

SCOTT J. MINGIN*

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SCOTT J. MINGIN*

SUITE 1600 120 SOUTH LA SALLE STREET

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TELEPHONE (312) 577-7000

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CALIFORNIA OFFICE

SUITE 610 - 280 EXCELSIOR SQUARE

SAN DIEGO, CALIFORNIA 92133-19105

TELEPHONE (619) 532-3111

WASHINGTON, D.C. OFFICE

SUITE 1011 - 181 K STREET, NW

WASHINGTON, D.C. 20001-1201

TELEPHONE (202) 497-7000

OF COUNSEL

HONORABLE SIR:

Hon. Commissioner of Patents
and Trademarks

Box Assignments
Washington, D.C. 20231

Re: Recording of Certificate of Merger

Our File Nos.: 7453-72139, 7454-72140, 7455-72141, 7455-
72335, 7456-72142, 7457-72143, 7458-72144, 7459-72145

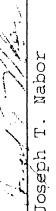
Honorable Sir:

Please record the enclosed Certificate of Merger from Nabisco Brands Company, a Delaware Corporation, to Kraft Foods Holdings, Inc., a Delaware Corporation, covering the trademark applications and registrations on the attached list.

In connection with the above-identified Certificate of Merger, the Commissioner is hereby authorized to charge the \$4515 fee, and any additional fees required in this proceeding during its entire pendency to Deposit Account No. 11-1650.

Please return the Assignment to us as soon as it has been recorded.

Respectfully Submitted,

By: 
Joseph T. Nabor

JTN:jgm
Enclosures

FORM PTO-16 SB E-188-06-3095 CIRB 0651-0027		Page 2
U. S. Copyright & Commerce Patent and Trademark Office TRADEMARK		
Domestic Representative Name and Address		Enter for the first Receiving Party only.
Name		
Address (line 1)		
Address (line 2)		
Address (line 3)		
Address (line 4)		
Correspondent Name and Address		
Name	Area Code and Telephone Number <u>312-577-7000</u>	
Address (line 1)	<u>Joseph T. Nazor</u>	
Address (line 2)	<u>Fitch, Even, Tabin & Flannery</u>	
Address (line 3)	<u>120 South LaSalle Street, Suite 1600</u>	
Address (line 4)	<u>Chicago, Illinois 60603</u>	
Pages	Enter the total number of pages of the attached conveyance document including any attachments. # <u>11</u>	
Trademark Application Number(s) or Registration Number(s) <input checked="" type="checkbox"/> Mark if additional numbers attached. <i>Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).</i>		
Trademark Application Number(s)	Registration Number(s)	
Attached List A	Attached List B	
Number of Properties	Enter the total number of properties involved. # <u>180</u>	
Fee Amount	Fee Amount for Properties Listed 37 CFR 3.41): \$ <u>4515.00</u>	
Method of Payment: <input type="checkbox"/> Deposit Account <input checked="" type="checkbox"/> [Enter for payment by deposit account or if additional fees can be charged to the account.]		
Deposit Account Number: # <u>11-1650</u>		
Authorization to charge additional fees: Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>		

I, HARVEET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:
"NABISCO BRANDS COMPANY", A DELAWARE CORPORATION,
"NABISCO MUSIC PUBLISHERS, INC.", A DELAWARE CORPORATION,
"NABISCO MUSIC VENTURES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "KRAFT FOODS HOLDINGS, INC." UNDER THE NAME OF
"KRAFT FOODS HOLDINGS, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JULY, A.D.
2001, AT 4:30 O'CLOCK P.M.
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINETH DAY OF
JULY, A.D. 2001, AT 11:59 O'CLOCK P.M.



Harveet Smith Windsor

Harveet Smith Windsor
Secretary of State

3123106 8103M
O10375837

ATTESTATION: 1275085

DATE: 06-02-01

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Joseph T. Nabor
Name of Person Signing


Signature

11/06/01
Date Signed

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Joseph T. Nabor
Name of Person Signing


Signature

11/06/01

Date Signed

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NABISCO BRANDS COMPANY", A DELAWARE CORPORATION,

"NABISCO MUSIC PUBLISHERS, INC.", A DELAWARE CORPORATION,

"NABISCO MUSIC VENTURES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "KRAFT FOODS HOLDINGS, INC." UNDER THE NAME OF "KRAFT FOODS HOLDINGS, INC.", A CORPORATION ORGANIZED AND

EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JULY, A.D.

2001, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINETH DAY OF JULY, A.D. 2001, AT 11:59 O'CLOCK P.M.



Harrriet Smith Windsor
Harrriet Smith Windsor, Secretary of State

3123106 8100X
010375837
AUTENTICATION: 127585
DATE: 08-02-01



STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04/30/02 02:27 PM
Q123456789 - 312316

CERTIFICATE OF MERGER

OF

NABISCO BRANDS COMPANY,
NABISCO MUSIC VENTURES, INC. AND
NABISCO MUSIC PUBLISHERS, INC.
INTO
KRAFT FOODS HOLDINGS, INC.

Pursuant to Section 251 of the

General Corporation Law of the State of Delaware

KRAFT FOODS HOLDINGS, INC., a corporation organized and existing under the law of
the State of Delaware (the "Corporation").

DOES HEREBY CERTIFY:

FIRST: The constituent business corporations participating in the merger herein
certified are:

(a) Nabisco Brands Company, which is incorporated under the laws of the
State of Delaware;

(b) Nabisco Music Ventures, Inc., which is incorporated under the laws of the
State of Delaware;

(c) Nabisco Music Publishers, Inc., which is incorporated under the laws of
the State of Delaware; and

(d) Kraft Foods Holdings, Inc., which is incorporated under the laws of the
State of Delaware.

SECOND: The Agreement of Merger of Nabisco Brands Company, Nabisco Music
Ventures, Inc., and Nabisco Music Publishers, Inc. with and into Kraft Foods Holdings, Inc. has
been approved, adopted, certified, executed and acknowledged by each of the constituent
corporations.

THIRD: The name of the surviving corporation is Kraft Focus Holdings, Inc.

CHOCES2002114-1

FOURTH: The Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The merger is to become effective at 11:59 p.m. (Eastern Daylight Time) on July 29, 2001.

SIXTH: The executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is Three Lakes Drive, Northfield, Illinois 60093.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

Dated: July 27, 2001

MRAFT FOODS HOLDINGS, INC.

By: /s/ Robert L. Herst
Name: Robert L. Herst
Title: Vice President

Recording of Certificate of Merger
from Nabisco Brands Company to Kraft Foods Holdings, Inc.
Excs. (Recordation Cover Sheet, List of Applications & Registrations & Certificate of
Merger)

JTN/gjm
11/06/01
7453-72133, 7454-72140, 7455-72141, 7455-72335, 7456-72142, 7457-72145,
7458-72144, 7459-72145

Hon. Commissioner of Patents and Trademarks

Sir:
Please acknowledge receipt of the above-identified documents by
applying the Patent and Trademark Office receipt stamp hereto and
mailing this card.

Respectfully,

FTCH, EVEN, TABIN & FLANNERY

Recording of Certificate of Merger
from Nabisco Brands Company to Kraft Foods Holdings, Inc.
Encls. (Recordation Cover Sheet, List of Applications & Registrations & Certificate of
Merger)

JTN/gjm
7453-72138, 7454-72140, 7455-72141, 7455-72335, 7456-72142, 7457-72143,
7458-72144, 7459-72145 11/06/01

Hon. Commissioner of Patents and Trademarks

Sir:
Please acknowledge receipt of the above-identified documents by
applying the Patent and Trademark Office receipt stamp hereto and
mailing this card.

Respectfully,

FITCH, EVEN, TABIN & FLANNERY

UNITED STATES PATENT AND TRADEMARK OFFICE

SERIAL NO.	APPLICANT	PAPER NO.
78/039,333 Nabisco Brands Company		
MARK	ADDRESS	ADDRESS:
AMERICA'S FAVORITE COOKIE	Matthew J. Gallagher, Esq. NABISCO BRANDS COMPANY 100 SPEAR ST STE 1630 SAN FRANCISCO CA 94105-1571	Commissioner for Trademarks 2900 Crystal Drive Arlington, VA 22202-3513 www.uspto.gov
ACTION NO.	MAILING DATE	If no fees enclosed, the address should include the words "Box Responses - No fee."
Q1	05/21/01	
REF. NO.		Please provide in all correspondence:
		1. Filing Date, serial number, mark and Applicant's name. 2. Mailing date of this Office action. 3. Examining Attorney's name and Law Office number. 4. Your telephone number and ZIP code.
FORM PTO-1525 (5-90)	U.S. DEPT. OF COMM. & TM OFFICE	

A PROPER RESPONSE TO THIS OFFICE ACTION MUST BE RECEIVED WITHIN 6 MONTHS FROM THE DATE OF THIS ACTION IN ORDER TO AVOID ABANDONMENT.
For your convenience and to ensure proper handling of your response, a label has been enclosed. Please attach it to the upper right corner of your response. If the label is not enclosed, print or type the Trademark Law Office No., Serial No., and Mark in the upper right corner of your response.

RE: Serial Number: 78/C39333 AMERICA'S FAVORITE COOKIE

The assigned examining attorney has reviewed the referenced application and determined the following.

NO CONFLICTING MARKS

The examining attorney has searched the Office records and has found no similar registered or pending mark which would bar registration under Trademark Act Section 2(d), 15 U.S.C. Section 1052(d). TMEP section 1105.01.

MERELY DESCRIPTIVE

The examining attorney refuses registration on the Principal Register because the proposed mark is merely descriptive of the identified goods. Trademark Act Section 2(e)(1), 15 U.S.C. Section 1052(e)(1); TMEP section 1209 *et seq.* A mark is merely descriptive under Trademark Act Section 2(e)(1), 15 U.S.C. 1052(e)(1), if it describes an ingredient, quality, characteristic, function, feature, purpose or use of the relevant goods. *In re Gyulay*, 820 F.2d 1216, 3 USPQ2d 1009 (Fed. Cir. 1987); *In re Bed & Breakfast Registry*, 791 F.2d 157, 229 USPQ 818 (Fed. Cir. 1986); *In re Melrich Inc.*, 223 USPQ 88 (TTAB 1984); *In re Bright-Crest, Ltd.*, 204 USPQ 591 (TTAB 1979); TMEF section 1209.01(b).

The applicant seeks registration of the mark AMERICA'S FAVORITE COOKIE for use with "cookies." The wording AMERICA'S FAVORITE is a laudatory expression accompanied by the

generic name of the goods. Laudatory terms, those which attribute quality or excellence to goods or services, are equivalent to other descriptive terms under Trademark Act Section 2(e)(1), 15 U.S.C. Section 1052(e)(1). That is, laudatory terms are nondistinctive and unregistrable without proof of acquired distinctiveness. *Exquisite Form Industries, Inc. v. Exquisite Fabrics of London*, 378 F. Supp. 403, 183 USPQ 666 (S.D.N.Y. 1974) (EXQUISITE); *In re Ervin*, 1 USPQ2d 1665 (TTAB 1986) (THE ORIGINAL); *In re Inter-State Oil Co.*, 219 USPQ 1229 (TTAB 1983) (PREFERRED); *In re Royal Viking Line A/S*, 216 USPQ 795 (TTAB 1982) (WORLD CLASS); *In re Wileswood, Inc.*, 231 USPQ 400 (TTAB 1978) (AMERICA'S BEST POPCORN) and AMERICA'S FAVORITE POPCORN). Consequently, the mark is unregistrable on the Principal Register without a showing of acquired distinctiveness.

Supplemental Register

Although the examining attorney has refused registration on the Principal Register, the applicant may amend the application to seek registration on the Supplemental Register. Trademark Act Section 2, 15 U.S.C. Section 1091; 37 C.F.R. Sections 2.47 and 2.75(a); TMEP sections 202, 2(b) and 1115.

Please note that the mark in an application under Trademark Act Section 1(b), 15 U.S.C. Section 1051(b), is not eligible for registration on the Supplemental Register until an acceptable amendment to allege use under 37 C.F.R. Section 2.76 or statement of use under 37 C.F.R. Section 2.88 has been timely filed. 37 C.F.R. Section 2.47(c); TMEP section 1105.01(a)(vii). When such an application is changed from the Principal Register to the Supplemental Register, the effective filing date of the application is the date of filing of the allegation of use. 37 C.F.R. Section 2.75(b); TMEP section 708.01.

INFORMALITY

If the applicant chooses to respond to the refusal to register, the applicant must also respond to the following informality.

Ownership of Prior Registration

If the applicant is the owner of Registration No. 2149887, the applicant must submit a claim of ownership. 37 C.F.R. Section 2.36; TMEP section 812.

APPLICANT'S RESPONSE

Although the examining attorney has refused registration, the applicant may respond to the refusal to register by submitting evidence and arguments in support of registration. If the applicant chooses to respond to the refusal to register, the applicant must also respond to the informality.

If the applicant has any questions or needs assistance in responding to this Office action, please telephone the assigned examining attorney.



Karla Perkins
Trademark Examining Attorney
Law Office 102
703-308-9122 X169
Karla.Perkins@uspto.gov

*** User: kperkins *** Serial Number: 75222072 *** 5/18/01 8:25:53 PM ***

Mark [Typed Drawing]

Pseudo Mark AMERICA'S FAVORITE CHOCOLATE CHIP COOKIE!

Goods and Services AMERICAS FAVORITE CHOCOLATE CHIP COOKIE
IC 030. US 046. G & S: cookies. FIRST USE: 19960400. FIRST USE IN
COMMERCE: 19960400

Mark Drawing Code (1) TYPED DRAWING

Serial Number 75222072

Filing Date January 8, 1997

Filed ITU FILED AS ITU

Supplemental Register Date January 20, 1998

Registration Number 2149887

Registration Date April 7, 1998

Owner Name and Address (RESTRANT) Nabisco Brands Company CORPORATION DELAWARE One South Wacker Drive, Suite 2740 Chicago ILLINOIS 60606

Type of Mark TRADEMARK

Register SUPPLEMENTAL

Live Dead Indicator LIVE

Attorney of Record KATHLEEN J GALLAGHER

*** Search: 1 *** Document Number: 1 ***

NAME	Nabisco Brands Company		
STREET	1105 North Market Street, Suite 803		
CITY	Wilmington		
STATE	DE	USA	
COUNTRY	USA		
ZIP/POSTAL CODE	19801		
TELEPHONE NUMBER	(415) 547-1980		
FAX NUMBER	(415) 547-1988		
E-MAIL ADDRESS	gallagherk@nabisco.com		
AUTHORIZE E-MAIL COMMUNICATION	Yes		
CORPORATION: STATE/COUNTRY OF INCORPORATION	Delaware		
MARK	AMERICA'S FAVORITE COOKIE		
TYPED FORM	Yes		
INTENT TO USE: SECTION 1(b)	Yes		
INTERNATIONAL CLASS NUMBER	030		
LISTING OF GOODS AND/OR SERVICES	Cookies		
NAME	Kathleen J. Gallagher, Esq.		
STREET	100 Spear Street, Suite 1630		
CITY	San Francisco		
STATE	CA	USA	
COUNTRY	USA		
ZIP/POSTAL CODE	94105		
E-MAIL ADDRESS	gallagherk@nabisco.com		
AUTHORIZE E-MAIL COMMUNICATION	Yes		

78039333
12/20/2000 1:47 PM

FIRM NAME	Nabisco Brands Company
TELEPHONE NUMBER	(415) 547-1980
FAX NUMBER	(415) 547-1988
TOTAL FEES PAID	325
NUMBER OF CLASSES PAID	1
NUMBER OF CLASSES	1
DEPOSIT ACCOUNT NUMBER	140060
NAME OF PERSON AUTHORIZING ACCOUNT ACTIVITY	Kathleen J. Gallagher, Esq.
COMPANY/FIRM NAME	Nabisco Brands Company
E-MAIL ADDRESS FOR CORRESPONDENCE	gallagherk@nabisco.com
SIGNATURE	/Kathleen J. Gallagher/
DATE	12/14/2000
NAME	Kathleen J. Gallagher, Esq.
TITLE	President
LINE	Kathleen J. Gallagher, Esq.
LINE	Nabisco Brands Company
LINE	100 Spear Street, Suite 1630
LINE	San Francisco CA 94105
SERIAL NUMBER	78/039333
INTERNET TRANSMISSION DATE	Thursday, 12-14-2000 17:26:25 EST
TEAS STAMP	USPTO-159164243112-20001214172016325-78/039333-122fd7740005195890a36949660391e80c-DA-140060-20001214170716325
-MAIL ADDRESS FOR ACKNOWLEDGMENT-	gallagherk@nabisco.com

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eTeas Trademark/Service Mark Applica

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12/20/2000 1:47 PM

Page 3 of 2

<SERIAL NUMBER> 78039333
<FILING DATE> 12/14/2000

<DOCUMENT INFORMATION>
<TRADEMARK/SERVICEMARK APPLICATION>
<VERSION 1.22>

<APPLICANT INFORMATION>
<NAME> Nabisco Brands Company
<STREET> 1105 North Market Street, Suite 803
<CITY> Wilmington
<STATE> DE
<COUNTRY> USA
<ZIP/POSTAL CODE> 19801
<TELEPHONE NUMBER> (415) 547-1980
<FAX NUMBER> (415) 547-1988
<E-MAIL ADDRESS> gallagherk@nabisco.com
<AUTHORIZE E-MAIL COMMUNICATION> Yes ✓

<APPLICANT ENTITY INFORMATION>
<CORPORATION STATE/COUNTRY OF INCORPORATION> Delaware

<TRADEMARK/SERVICEMARK INFORMATION>

<MARK> AMERICA'S FAVORITE COOKIE

<TYPED FORM> Yes ✓

* Applicant requests registration of the above-identified trademark/service mark in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946 (15 U.S.C. Section 1051 et seq., as amended). *

<BASIS FOR FILING AND GOODS/SERVICES INFORMATION>

<INTENT TO USE: SECTION 1(b)> Yes ✓

* Applicant has a bona fide intention to use or use through a related company the mark in commerce on or in connection with the below-identified goods/services. (15 U.S.C. Section 1051(b), as amended.) *

<INTERNATIONAL CLASS NUMBER> 03 ✓
<LISTING OF GOODS AND/OR SERVICES> Cookies

<ATTORNEY INFORMATION>

<NAME> Kathleen J. Gallagher, Esq.
<STREET> 100 Spear Street, Suite 1630
<CITY> San Francisco
<STATE> CA
<COUNTRY> USA
<ZIP/POSTAL CODE> 94105
<E-MAIL ADDRESS> gallagherk@nabisco.com

<AUTHORIZE E-MAIL COMMUNICATION> Yes
<FIRM NAME> Nabisco Brands Company
<TELEPHONE NUMBER> (415) 547-1980
<FAX NUMBER> (415) 547-1988

<FEE INFORMATION>
<TOTAL FEES PAID> 325
<NUMBER OF CLASSES PAID> 1
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<DEPOSIT ACCOUNT INFORMATION>
<DEPOSIT ACCOUNT NUMBER> 140060
* The U.S. Patent and Trademark Office is hereby authorized to charge any fees or credit any overpayments to the deposit account listed above. *
<NAME OF PERSON AUTHORIZING ACCOUNT ACTIVITY> Kathleen J. Gallagher,
Esq.
<COMPANY/FIRM NAME> Nabisco Brands Company

<LAW OFFICE INFORMATION>

* The USPTO is authorized to communicate with the applicant's attorney at the below e-mail address *
<E-MAIL ADDRESS FOR CORRESPONDENCE> gallagherk@nabisco.com

<SIGNATURE AND OTHER INFORMATION>

* PTO Application Declaration: The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. Section 1001, and that such willful false statements may jeopardize the validity of the application or any resulting registration, declares that he/she is properly authorized to execute this application on behalf of the applicant; he/she believes the applicant to be the owner of the trademark/service mark sought to be registered, or, if the application is being filed under 15 U.S.C. Section 1051(b), he/she believes applicant to be entitled to use such mark in commerce; to the best of his/her knowledge and belief no other person, firm, corporation, or association has the right to use the mark in commerce, either in the identical form thereof or in such near resemblance thereto as to be likely, when used on or in connection with the goods/services of such other person, to cause confusion, or to cause mistake, or to deceive; and that all statements made on information and belief are true.*

<SIGNATURE> /Kathleen J. Gallagher/
<DATE> 12/14/2000
<NAME> Kathleen J. Gallagher, Esq.
<TITLE> President

<MAILING ADDRESS>

<LINE> Kathleen J. Gallagher, Esq.
<LINE> Nabisco Brands Company

78039333
12/20/2000 1:47 PM

78039333

<LINE> 100 Spear Street, Suite 1630
<LINE> San Francisco CA 94105
<SERIAL NUMBER INFORMATION>
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USPTO-159164243112-20001214172016325-78/039333-
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E-MAIL ADDRESS FOR ACKNOWLEDGMENT> gallagherk@nabisco.com

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12/20/2000 1:47 PM

Page 3 of 3

<SERIAL NUMBER> 78039333
<FILING DATE> 12/14/2000

<**DEPOSIT ACCOUNT INFORMATION**>

<DEPOSIT ACCOUNT NUMBER> 140060

* The U.S. Patent and Trademark Office is hereby authorized to charge any fees or credit any overpayments to the deposit account listed above. *

<NAME OF PERSON AUTHORIZING ACCOUNT ACTIVITY> Kathleen J. Gallagher,
Esq.

<COMPANY/FIRM NAME> Nabisco Brands Company

<**LAW OFFICE INFORMATION**>

* The USPTO is authorized to communicate with the applicant's attorney at the below
e-mail address *
<E-MAIL ADDRESS FOR CORRESPONDENCE> gallagherk@nabisco.com

<**SIGNATURE AND OTHER INFORMATION**>

* PTO-Application Declaration: The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. Section 1001, and that such willful false statements may jeopardize the validity of the application or any resulting registration, declares that he/she is properly authorized to execute this application on behalf of the applicant; he/she believes the applicant to be the owner of the trademark/service mark sought to be registered, or, if the application is being filed under 15 U.S.C. Section 1051(b), he/she believes applicant to be entitled to use such mark in commerce; to the best of his/her knowledge and belief no other person, firm, corporation, or association has the right to use the mark in commerce, either in the identical form thereof or in such near resemblance thereto as to likely, when used on or in connection with the goods/services of such other person, to cause confusion, or to cause mistake, or to deceive; and that all statements made of his/her own knowledge are true; and that all statements made on information and belief are believed to be true. *

<SIGNATURE>
<DATE> 12/14/2000
<NAME> Kathleen J. Gallagher, Esq.
<TITLE> President

Serial Number: 78039333
Internet Transmission Date: 2003/12/14



Filing Date: 2003/12/14

TRADEMARK APPLICATION
U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE
FEE RECORD SHEET

TOTAL FEES DUE: \$325

DEPOSIT ACCOUNT NUMBER: 140060



NO OCR

12-14-2000

Drawing Page

Serial Number:
78039333



Applicant:

Nabisco Brands Company
1105 North Market Street, Suite 803
Wilmington DE USA 19801

Goods and Services:

Cookies

Mark:

AMERICA'S FAVORITE COOKIE



NO CCR



12-14-2000